

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

DOCKET NO. 2009-111-C - ORDER NO. 2009-618

SEPTEMBER 2, 2009

IN RE: Application of Broadvox-CLEC, LLC for a)	ORDER GRANTING
Certificate of Public Convenience and)	CERTIFICATE
Necessity to Provide Interexchange and)	
Local Exchange Telecommunications)	
Services and for Flexible and Alternative)	
Regulations)	

This matter comes before the Public Service Commission of South Carolina (the "Commission") by way of the Application of Broadvox-CLEC, LLC ("Applicant", "Broadvox-CLEC" or the "Company") for authority to provide local exchange and interexchange telecommunications services within the State of South Carolina (the "Certification Application"). Further, the Company requests that the Commission regulate its local retail telecommunications services in accordance with the principles and procedures established for flexible regulation in Order No. 98-165 in Docket No. 97-467-C. In addition, the Company requests that the Commission regulate its business interexchange service offerings under modified alternative regulation as set forth in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C.

The Company's Application was filed pursuant to S.C. Code Ann. Section 58-9-280, S.C. Code Ann. Section 58-9-585 and the Rules and Regulations of the Commission. By letter, the Commission instructed the Applicant to publish, one time, a prepared Notice of Filing in newspapers of general circulation in the areas affected by the

Application. The purpose of the Notice of Filing was to inform interested parties of the manner and time in which to file the appropriate pleadings for participation in the proceeding. The Company complied with this instruction and provided the Commission with proof of publication of the Notice of Filing. A Petition to Intervene was received from the South Carolina Telephone Coalition ("SCTC"). Subsequently, counsel for SCTC filed with the Commission a Stipulation. The SCTC withdrew its opposition to the granting of a statewide Certificate of Public Convenience and Necessity to the Company provided the conditions contained in the Stipulation are met. The Stipulation is approved and attached as Order Exhibit 1.

A hearing commenced on July 7, 2009, at 10:00 a.m. in the Commission's law library. The Honorable F. David Butler, Hearing Examiner, presided. Scott Elliott, Esquire, represented the Company. C. Lessie Hammonds, Esquire, represented the Office of Regulatory Staff ("ORS"). Jeff Slater, the Applicant's President, appeared and testified in support of the Application. At the outset of the hearing, the Applicant and the ORS entered a Settlement Agreement into the record attached hereto as Order Exhibit 2.

According to the record, Broadvox-CLEC is a Delaware Limited Liability Company. The Applicant has received authority from the South Carolina Secretary of State to transact business within the State of South Carolina. According to Mr. Slater, the Company will provide resold local exchange telecommunications services and resold interexchange telecommunications services. The Applicant's services will be marketed and provided primarily to residential and business customers and will offer such services on a twenty-four hour a day, seven (7) day-a-week basis. Mr. Slater further testified

regarding the managerial experience of the Company's executives as well as the financial status of the Company. Mr. Slater also testified that the Company had substantial financial resources to ensure the viability of the Company.

Finally, Mr. Slater testified that granting the Application will introduce a telecommunications service provider committed to providing high-quality and advanced services that will further increase telecommunications competition in the State of South Carolina. He opined that the Commission's granting of the Application is therefore in the public interest.

Mr. Slater asserted that the Company will operate in compliance with all applicable statutes, regulations, and Commission orders. Mr. Slater stated that the Company will abide by all applicable Commission rules, regulations and Orders upon the Company receiving certification to provide intrastate interexchange and local exchange telecommunications services in South Carolina.

The Applicant requested certain waivers of Commission regulations. The Company requests that it be exempt from any rules or regulations that would require it to keep financial records in conformance with the Uniform System of Accounts ("USOA"). Additionally, the Company seeks a waiver of S.C. Code Ann. Regs. 103-631 (1976 & Supp. 2008) so that it will not be required to publish local exchange directories. The Company will contract with incumbent local exchange carriers for the inclusion of the Company's CLEC databases into the master customer database of the local exchange carrier. The Applicant also requested that the Company be granted a waiver of 26 S.C. Code Ann Regs. 103-610, so that the Company may be permitted to maintain its records

outside of South Carolina. The Company wishes to maintain its books and records at its principal place of business. Last, since the Applicant's local exchange calling areas will initially mirror the service area of the incumbent local exchange carriers, the Company requested a waiver of the map filing requirement of 26 S.C. Code Ann. Regs. 103-612.2.3.

After full consideration of the applicable law, the Company's Application, and the evidence presented at the hearing, the Commission hereby issues its findings of fact and conclusions of law:

FINDINGS OF FACT

1. The Company is a duly organized limited liability company which exists under the laws of the State of Delaware and has been authorized to do business in the State of South Carolina by the Secretary of State.

2. The Company is a provider of local exchange and interexchange telecommunications services and wishes to provide its services in South Carolina.

3. The Company has the managerial, technical, and financial resources to provide the services as described in its Application. S.C. Code Ann. Section 58-9-280 (B)(1).

4. The Commission finds that the Company's "provision of service will not adversely impact the availability of affordable local exchange service." S.C. Code Ann. Section 58-9-280 (B)(3).

5. The Commission finds that the Company will support universally available telephone service at affordable rates. S.C. Code Ana Section 58-9-280 (B)(4).

6. The Commission finds that the services to be provided by the Company will meet the service standards of the Commission. S.C. Code Ann. Section 58-9-280 (B)(2).

7. The Commission finds that the provision of local exchange service by the Company "does not otherwise adversely impact the public interest." S.C. Code Ann. Section 58-9-280 (B)(5).

8. Following execution of the Stipulation with the SCTC, the SCTC withdrew its opposition to the Application.

9. The Settlement Agreement between the Company and the ORS is fair and reasonable and in the public interest.

CONCLUSIONS OF LAW

1. The Commission concludes that the Company possesses the managerial, technical, and financial resources to provide the competitive local exchange and interexchange telecommunications services as described in the Application.

2. The Commission concludes that the Company's "provision of service will not adversely impact the availability of affordable local exchange service."

3. The Commission concludes that the Company will participate in the support of universally available telephone service at affordable rates to the extent that the Company may be required to do so by the Commission.

4. The Commission concludes that the Company will provide services that will meet the service standards of the Commission.

5. The Commission concludes that the provision of local exchange services by the Company will not otherwise adversely impact the public interest.

6. Based on the above findings of fact and conclusions of law, the Commission determines that a statewide Certificate of Public Convenience and Necessity should be granted to the Company to provide competitive local exchange services. The terms of the Stipulation between the Company and SCTC are approved and adopted as a part of this Order. Any proposal to provide local telecommunications service to rural service areas is therefore subject to the terms of the Stipulation. In addition, the Company is granted authority to provide interexchange telecommunications service through the resale of services offered by other carriers approved by the Commission.

7. The Commission concludes the Company's local exchange telecommunications services shall be regulated in accordance with the principles and procedures established for flexible regulation first granted to NewSouth Communications by Order No. 98-165 in Docket No. 97-467-C. Specifically, the Commission adopts for the Company's competitive intrastate local exchange services a rate structure incorporating maximum rate levels with the flexibility for adjustment below the maximum rate levels that will have been previously approved by the Commission. Further, the Company's local exchange service tariff filings are presumed valid upon filing, subject to the Commission's right within thirty (30) days to institute an investigation of the tariff filing, in which case the tariff filing would be suspended pending further Order of the Commission. Further, any such tariff filings will be subject to the same monitoring process as similarly situated competitive local exchange carriers.

8. The Commission adopts a rate design for the long distance services of the Company consistent with the principles and procedures established for alternative regulation of business service offerings set out in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C and modified by Order No. 2001-997.

9. Under the Commission approved modified alternative regulation, the business service offerings of the Company, including consumer card services and operator services, are subject to a relaxed regulatory scheme identical to that granted to AT&T Communications in Order Nos. 95-1734 and 96-55 in Docket No. 1995-661-C. However, pursuant to Order No. 2001-997 (Docket No. 2000-407-C), this Commission has modified alternative regulation by the re-imposition of rate caps with regard to certain "operator-assisted calls" where a customer uses a incumbent local exchange carrier's calling card to complete calls from locations which have not selected that local exchange carrier as the toll provider. Order No. 2001-997, dated November 8, 2001, imposed a maximum cap of \$1.75 for operator surcharges for such calls, and a maximum cap of \$0.35 related to the flat per-minute rate associated with these calls. Under this relaxed regulatory scheme, tariff filings for business services shall be presumed valid upon filing. The Commission will have seven (7) days in which to institute an investigation of any tariff filing. If the Commission institutes an investigation of a particular tariff filing within the seven days, the tariff filing will then be suspended until further Order of the Commission. Any relaxation in the future reporting requirements that may be adopted for AT&T *shall* apply to the Company also.

10. With regard to the residential interexchange service offerings of the Company, the Commission adopts a rate design that includes only maximum rate levels for each tariff charge. The Commission has previously adopted a rate structure incorporating maximum rate levels. In Re: Application of GTE Sprint Communications Corporation, etc. Order No. 84-622, issued in Docket No. 1984-10-C (August 2, 1984).

11. With regard to residential interexchange service rates, the Company shall not adjust its residential interexchange service rates below the approved maximum levels without notice to the Commission and to the public. The Company shall file its proposed rate changes, publish notice of such changes, and file affidavits of publication with the Commission two weeks prior to the effective date of the changes. However, the public notice requirement is waived, and therefore not required, for reductions below the maximum cap in instances that do not affect the general body of subscribers or do not constitute a general rate reduction, In Re: Application of GTE Sprint Communications, etc. Order No. 93-638, issued in Docket No. 1984-10-C (July 16, 1993). Any proposed increase in the maximum rate level for residential interexchange services reflected in the tariff which would be applicable to the general body of the Company's subscribers shall constitute a general ratemaking proceeding and will be treated in accordance with the notice and hearing provisions of S.C. Code Ann. §58-9-540.

12. We conclude that the Applicant's request for waiver of 26 S.C. Code Ann. Regs. 103-610 should be granted, since strict compliance with the regulation potentially causes undue hardship on the Company. We also grant exemption from the policies requiring the use of USOA. In addition, we grant waiver of 26 S.C. Code Ann. Regs.

103-631, which requires publication of a local telephone directory. Last, we grant a waiver of 26 S.C. Code Ann. Regs. 103-612.2.3, which requires filing a map of the service territory.

13. The Settlement Agreement between ORS and Broadvox-CLEC is approved.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT:

1. A Certificate of Public Convenience and Necessity is granted to Broadvox-CLEC, LLC to provide competitive local exchange and interexchange telecommunications services.

2. The terms of the Stipulation between the Company and the SCTC are approved and adopted as part of this Order. The Stipulation is attached as Order Exhibit 1. Any proposal to provide competitive local exchange telecommunications services to rural service areas is subject to the terms of the Stipulation.

3. The Company shall file, if it has not already done so by the date of issuance of this Order, its revised local and long distance tariffs. The revised tariffs should be electronically filed in a text searchable PDF format using the Commission's DMS System (<http://dms.psc.sc.gov>). An additional copy should be sent via email to etariff@psc.sc.gov to be included in the Commission's ETariff System (<http://etariff.psc.sc.gov>). Future revisions to the tariffs should be made using the ETariff System. The revised tariffs shall be consistent with the findings of this Order and shall be consistent with the Commission's Rules and Regulations, and shall be filed as stated within 30 days of receipt of this Order.

4. The Company is subject to access charges pursuant to Commission Order No. 86-584, in which the Commission determined that, for access charge purposes, resellers should be treated similarly to facilities-based interexchange carriers.

5. With regard to the Company's interexchange services, an end-user should be able to access another interexchange carrier or operator service provider if the end-user so desires.

6. To the extent the Company resells interexchange services, the Company shall resell the services of only those interexchange carriers or LECs authorized to do business in South Carolina by this Commission. If the Company changes underlying carriers, it shall notify the Commission in writing.

7. With regard to the origination and termination of toll calls within the same LATA, the Company shall comply with the terms of Order No. 93-462, Order Approving Stipulation and Agreement, in Docket Nos. 1992-182-C, 1992-183-C, and 1992-200-C (June 3, 1993), with the exception of the 10-XXX intraLATA dialing requirement, which has been rendered obsolete by the toll dialing parity rules established by the Federal Communications Commission ("FCC"), pursuant to the Telecommunications Act of 1996 (See. 47 CFR 51.209). Specifically, the Company shall comply with the imputation standard as adopted by Order No. 93-462 and more fully described in paragraph 4 of the Stipulation and Appendix B approved by Order No. 93-462.

8. To the extent the Company may provide end user retail services, Broadvox-CLEC shall be required to comply with Title 23, Chapter 47, South Carolina Code of Laws Annotated which governs the establishment and implementation of a

"Public Safety Communications Center," which is more commonly known as a 911 system" or "911 service." Services available through a 911 system include law enforcement, fire, and emergency medical services. In recognition of the necessity of quality 911 services being provided to the citizens of South Carolina, the Commission hereby instructs the Company to contact the appropriate authorities regarding 911 service in the counties and cities where the Company will be operating. Contact with the appropriate authorities is to be made before providing voice or dial tone telephone service in South Carolina. Accompanying this Order is a memo from the State 911 Office at the Office of Research & Statistics of the South Carolina Budget and Control Board. This memo provides information about contacting County 911 Coordinators. By this Order and prior to providing voice or dial-tone services within South Carolina, the Applicant is directed to contact the 911 Coordinator in each county, as well as the 911 Coordinator in each city where the city has its own 911 system, and shall provide information regarding the Company's operations as required by the 911 system.

9. The Applicant shall file annual financial information in the form of annual reports and gross receipts reports as required by the Commission. The annual report and the gross receipt report will necessitate the filing of South Carolina specific information. Therefore, the Company shall keep financial records on its South Carolina operations to comply with the annual report and gross receipts filings. The proper form for filing annual financial information can be found at the Commission's website or at the ORS's website at www.regulatorystaff.sc.gov. The title of this form is "Telecommunications Company Annual Report." This form shall be utilized by the Applicant to file annual

financial information as directed by the Commission or ORS and shall be filed no later than April 1st.

Commission gross receipts forms are due to be filed no later than August 31st of each year. The proper form for filing gross receipts information can be found at the ORS website www.regulatorystaff.sc.gov and the appropriate form is entitled "Gross Receipts Form."

Each telecommunications company certified in South Carolina is required to file annually with the ORS the Intrastate Universal Service Fund ("USF") worksheet, which may be found on the ORS's website at www.regulatorystaff.sc.gov/. This worksheet provides ORS information required to determine each telecommunications company's liability to the State USF fund. The Intrastate USF worksheet is due to be filed annually no later than July 1st with the ORS.

10. The Company shall, in compliance with Commission regulations, designate and maintain an authorized utility representative who is prepared to discuss, on a regulatory level, customer relations (complaint) matters, engineering operations, tests, and repairs. In addition, the Company shall provide to the Commission and ORS in writing the name of the authorized representative to be contacted in connection with general management duties as well as emergencies which occur during non-office hours. Broadvox-CLEC shall file the names, addresses, and telephone numbers of these representatives with the Commission within thirty (30) days of receipt of this Order. The "Authorized Utility Representative Information" form can be found at the ORS website as www.regulatorystaff.sc.gov; this form shall be utilized for the provision of this

information to the Commission and ORS. Further, the Company shall promptly notify the Commission and ORS in writing if the representatives are replaced. If the company changes or modifies its name, the Company shall file such changes with the Commission for approval.

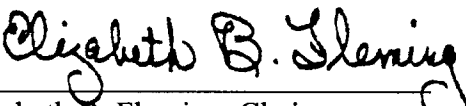
11. The Company shall conduct its businesses in compliance with Commission decisions and Orders, both past and future.

12. By its Application, the Company requested a waiver of 26 S.C. Code Ann. Regs. 103-631. The Commission finds the Company's requests reasonable and grants the requested waiver of the application of 26 S.C. Code Ann. Regs. 103-631. Further, the Company is granted a waiver of 26 S.C. Code Ann. Regs. 103-610 requiring the Company to maintain its financial books and records within the State of South Carolina. However, as a condition of being granted a waiver of the requirement to maintain corporate books and records within the State of South Carolina, Broadvox-CLEC is authorized to maintain its books and records at its principal place of business, and Broadvox-CLEC shall make such books and records available, at the Company's expense, to the Commission staff or employees upon request. Further, the Company is granted a waiver of the requirement that books and records be maintained in accordance with the Uniform Systems of Accounts ("USOA"). Last, the Commission grants the Applicant's request for the waiver of the requirement that it file a map of its service territory as required by 26 S.C. Code Ann. Regs. 103-612.2.3. The Company is directed to comply with all Rules and Regulations of the Commission, unless the Commission specifically waives compliance with a regulation.

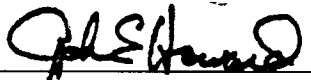
13. The Settlement Agreement between Broadvox-CLEC and ORS is hereby approved.

14. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Elizabeth B. Fleming, Chairman

ATTEST:


John E. Howard, Vice Chairman

(SEAL)

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

Docket No. 2009-111-C

Re: Application of Broadvox-CLEC, LLC, for a Certificate)
of Public Convenience and Necessity to Provide Resold)
and Facilities-based Local Exchange and Interexchange)
Service Telecommunications Services in the State of)
South Carolina)
_____)

STIPULATION

The South Carolina Telephone Coalition ("SCTC") (see attachment "A" for list of companies) and Broadvox-CLEC, LLC ("Broadvox-CLEC") hereby enter into the following stipulations. As a consequence of these stipulations and conditions, SCTC does not oppose Broadvox-CLEC's Application. SCTC and Broadvox-CLEC stipulate and agree as follows:

1. SCTC does not oppose the granting of a statewide Certificate of Public Convenience and Necessity to Broadvox-CLEC, provided the South Carolina Public Service Commission ("Commission") makes the necessary findings to justify granting of such a certificate, and provided the conditions contained within this stipulation are met.
2. Broadvox-CLEC stipulates and agrees that any Certificate which may be granted will authorize Broadvox-CLEC to provide service only to customers located in non-rural local exchange company ("LEC") service areas of South Carolina, except as provided herein.
3. Broadvox-CLEC stipulates that it is not asking the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas.
4. Broadvox-CLEC stipulates and agrees that it will not provide any local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, unless and until Broadvox-CLEC provides such rural incumbent LEC and the Commission with written

notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. Also, Broadvox-CLEC acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause.

5. Broadvox-CLEC stipulates and agrees that, if Broadvox-CLEC gives notice that it intends to serve a customer located in a rural incumbent LEC's service area, and either (a) the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law within such 30-day period, or (b) the Commission institutes a proceeding of its own, then Broadvox-CLEC will not provide service to any customer located within the service area in question without prior and further Commission approval.

6. Broadvox-CLEC acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such proposed service which the Commission may implement, so long as such policies, procedures, and guidelines do not conflict with Federal or State law.

7. The parties stipulate and agree that all rights under Federal and State law are reserved to the rural incumbent LECs and Broadvox-CLEC, and this Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled.

8. Broadvox-CLEC agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

9. Broadvox-CLEC hereby amends its application and its prefiled testimony in this docket to the extent necessary to conform with this Stipulation.

AGREED AND STIPULATED to this 29th day of April
2009.

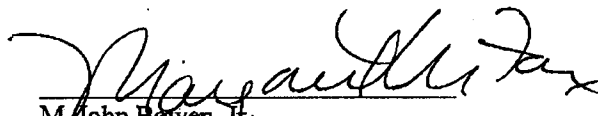
Broadvox-CLEC, LLC



Scott Elliott, Esquire
Elliott & Elliott
721 Olive Street
Columbia, South Carolina 29205

Attorneys for Applicant Broadvox-
CLEC, LLC

South Carolina Telephone Coalition:



M. John Bowen, Jr.
Margaret M. Fox
Sue-Ann Gerald Shannon
McNair Law Firm, P.A.
Post Office Box 11390
Columbia, South Carolina 29211
(803) 799-9800

Attorneys for the South Carolina Telephone
Coalition

ATTACHMENT A

South Carolina Telephone Coalition Member Companies
for Purposes of Local Service Stipulation

Chesnee Telephone Company
Chester Telephone Company
Farmers Telephone Cooperative, Inc.
Ft. Mill Telephone Company
Home Telephone Company, Inc.
Lancaster Telephone Company
Lockhart Telephone Company
McClellanville Telephone Company
Norway Telephone Company
Palmetto Rural Telephone Cooperative, Inc.
Piedmont Rural Telephone Cooperative, Inc.
Pond Branch Telephone Company
Ridgeway Telephone Company
Rock Hill Telephone Company
Sandhill Telephone Cooperative, Inc.
St. Stephen Telephone Company
West Carolina Rural Telephone Cooperative, Inc.
Williston Telephone Company

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2009-111-C

In Re:)	
Application of Broadvox-CLEC, Inc.)	
for a Certificate of Public Convenience)	
and Necessity to Provide Resold and)	SETTLEMENT AGREEMENT
Facilities-Based Local Exchange and)	
Interexchange Telecommunications)	
Services in the State of South Carolina)	

This Settlement Agreement ("Settlement Agreement") is made by and among the Office of Regulatory Staff ("ORS") and Broadvox-CLEC, LLC ("Broadvox-CLEC" or "the Company") (collectively referred to as the "Parties" or sometimes individually as "Party");

WHEREAS, on March 10, 2009, Broadvox-CLEC filed its Application, pursuant to S.C. Code Ann. § 56-9-280 (B); requesting (i) a Certificate of Public Convenience and Necessity be granted authorizing Broadvox-CLEC to provide resold and facilities-based local exchange and interexchange telecommunications services throughout the State of South Carolina; (ii) regulation of its interexchange services in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in Docket No. 97-467-C; (iii) for interexchange service offerings to be regulated in accordance with procedures established for alternative regulation in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C; waiver of certain regulations of the Public Service Commission of South Carolina ("Commission"), specifically Regulations 103-610 regarding location of records, 103-612.2.3 for operating maps and 103-631 concerning

publishing and distributing local exchange directories; and (v) a waiver of any requirement to maintain financial records in conformance with the Uniform System of Accounts ("USOA");

WHEREAS on July 9, 2009, the Commission issued a Notice of Filing and Hearing and established a return date of April 13, 2009, for the filing of letters of protest or petitions to intervene and established a hearing date of June 15, 2009 for the application to be heard before a hearing examiner;

WHEREAS, on April 8, 2009, the South Carolina Telephone Coalition ("SCTC") filed a Petition to Intervene in this docket;

WHEREAS, on March 25, 2009, the Commission issued its Order No. 2009- 182 by which the Commission appointed David Butler, Esquire as the Hearing Examiner in this matter;

WHEREAS, on May 11, 2009, the SCTC filed with the Commission a Stipulation between the SCTC and Broadvox-CLEC;

WHEREAS, on March 24, 2009, Broadvox-CLEC pre-filed the direct testimony of Jeff Slater with the Commission;

WHEREAS, the purpose of this proceeding is to review the application filed by Broadvox-CLEC and its requests (i) for a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange and interexchange telecommunications services within the State of South Carolina; (ii) for alternative regulation of its interexchange services (iii) for flexible regulation for its local exchange telecommunications services (iv) for waiver of certain of the Commission Regulations, specifically Regulations 103-610 regarding location of records, 103-612.2.3 for operating maps and 103-631 concerning publishing and distributing local exchange directories; and (v) for waiver of any requirement to maintain financial records in conformance with the USOA;

WHEREAS, since the filing of the notice, ORS has conducted a review of the technical, managerial, and financial expertise of Broadvox-CLEC to provide the services requested in the Application;

WHEREAS, ORS has reviewed the Application and the financial data provided by Broadvox-CLEC, and ORS has calculated certain performance ratios based upon information provided by the Broadvox-CLEC;

WHEREAS, ORS has investigated the services to be offered by Broadvox-CLEC and its intended customer service plans;

WHEREAS, ORS has reviewed the proposed tariffs submitted by Broadvox-CLEC;

WHEREAS, ORS has reviewed the pre-filed testimony of Jeff Slater;

WHEREAS, as a result of its investigations, ORS has determined (a) Broadvox-CLEC intends to offer resold and facilities-based local and long-distance telecommunications services, and will provide leased capacity, private line, and dedicated local transport; (b) the officers of Broadvox-CLEC possess sufficient technical and managerial abilities to adequately provide the services applied for; (c) based upon the information provided and the analysis performed, Broadvox-CLEC appears to have access to sufficient financial resources necessary to provide the services proposed in its application; (d) Broadvox-CLEC's proposed tariffs with the amendments as agreed to in this Settlement Agreement comply with Commission statutes and regulations; (e) the provision of services by Broadvox-CLEC will not adversely impact the availability of affordable telecommunications services; (f) to the extent it is required to do so by the Commission, Broadvox-CLEC will participate in the support of universally available telephone service at affordable rates; and (g) the provision of local exchange and interexchange services by Broadvox-CLEC will not adversely impact the public interest;

WHEREAS, to ensure compliance with the Commission's statutes and regulations, the Parties have agreed to the following comprehensive settlement of all issues in this docket;

WHEREFORE, in the spirit of compromise, the Parties hereby stipulate and agree to the following terms and conditions:

1) The Parties agree that Broadvox-CLEC's Application and exhibits to the Application are incorporated into this Settlement Agreement and made a part hereof;

2) The Parties agree to stipulate into the record before the Commission this Settlement Agreement. The Parties also agree to stipulate to the pre-filed testimony of Broadvox-CLEC's witness Jeff Slater without cross-examination by ORS;

3) Broadvox-CLEC has submitted financial data, which was provided as Exhibit 4 to Broadvox-CLEC's Application and which was granted Protective Treatment by Commission Hearing Examiner Directive dated February 8, 2008 and which financial data is incorporated by reference;

4) The Parties agree that Broadvox-CLEC should be granted a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange and interexchange telecommunications services within the state of South Carolina;

5) Broadvox-CLEC has requested a waiver of 26 S.C. Code Ann. Regulation 103-610 concerning the location of books and records. However, S.C. Code Ann. §58-9-380 (Supp. 2006) provides that:

Each telephone utility shall have an office in one of the counties of this State in which its property or some part thereof is located and shall keep in such office all such books, accounts, papers and records as shall reasonably be required by the Office of Regulatory Staff. No books, accounts, papers or records required by the ORS to be kept within the State shall be removed at any time from the State except upon such conditions as may be prescribed by the Office of Regulatory Staff.

ORS is agreeable to allowing Broadvox-CLEC to maintain its books and records outside of the State of South Carolina in exchange for Broadvox-CLEC agreeing to provide ORS access to its books and records. ORS is agreeable to Broadvox-CLEC maintaining its books and records at its offices in the State of Kansas, and Broadvox-CLEC agrees to notify ORS of any change in the location of the principal office or in the location where the books and records are maintained. This provision of the Settlement Agreement shall not be construed as a waiver by ORS of S.C. Code Ann. § 58-4-55 (Supp. 2006) or § 58-9-1070 (Supp. 2006). ORS expressly reserves its rights to require the production of books, records and other information located within or outside of the State of South Carolina in order to carry out its duties in compliance with any state or federal regulation;

6) ORS does not oppose Broadvox-CLEC's request for waiver of 26 S.C. Code Ann. Regulation 103-631 which requires the publication and distribution of directories, and Broadvox-CLEC agrees to make arrangements with publishers of local directories in South Carolina to include the names and telephone numbers of Broadvox-CLEC's subscribers and customers in local directories, unless a subscriber indicates his/her desire for an unpublished telephone number;

7) Broadvox-CLEC has requested a waiver of any rule or regulation that might require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). Broadvox-CLEC acknowledges that S.C. Code Ann. § 58-9-340 (Supp. 2006) provides that the ORS may, in its discretion and subject to the approval of the Commission, prescribe systems of accounts to be kept by telephone utilities subject to the commission's jurisdiction and that the ORS may prescribe the manner in which the accounts shall be kept and may require every telephone utility to keep its books, papers, and records accurately and

faithfully according to the system of accounts as prescribed by the ORS. Broadvox-CLEC agrees to keep its books, papers, and records in such a manner that permits ORS to audit revenues and expenses associated with its South Carolina operations for compliance with programs such as but not limited to the Universal Service Fund ("USF") and the Interim LEC Fund, dual party relay service fund, and gross receipts. Broadvox-CLEC agrees to complete the reporting forms for such programs as may be required by the ORS of telecommunications companies certificated to operate within South Carolina and as the reporting forms may be amended from time to time;

8) ORS does not oppose the Company's request for waiver of 26 S.C. Code Ann. Regulation 103-612.2.3 which requires the filing of operating area maps;

9) ORS does not oppose Broadvox-CLEC's requests (a) for flexible regulation for its local telecommunications service offerings consistent with Order No. 98-165 in Docket No. 97-467-C, such flexible regulation including specifically (i) adoption of a competitive rate structure incorporating maximum rate levels with the flexibility for rate adjustment below the maximum rate levels and (ii) presumptively valid tariff filings upon filing subject to an investigation of such tariff filing being instituted within thirty (30) days and (b) for alternative regulation of its interexchange service offerings consistent with the procedures described and set forth in Orders 95-1734 and 96-55 in Docket No. 95-661-C as modified by Order No. 2001-997 in Docket No. 2000-407-C, specifically (i) regulation of these services listed above in the same manner as these services are regulated of AT&T Communications of the Southern States, Inc., (ii) removal of the maximum rate tariff requirements for Broadvox-CLEC's business services, private line, and customer network-type offerings, except in instances governed by Order No. 2001-997 which reinstituted maximum rates for surcharges and rates associated with certain intrastate operator-

assisted calls; (iii) presumptively valid tariff filings for these interexchange services unless an investigation of a particular filing is instituted within seven (7) days, in which case the tariff filing will be suspended until resolution of the investigation or until further order of the Commission; and (iv) grant Broadvox-CLEC the same treatment as AT&T Communications of the Southern States, Inc. in connection with any future relaxation of reporting requirements;

10) Broadvox-CLEC agrees to resell the services only of those local exchange providers or interexchange carriers authorized to do business in South Carolina by the Commission;

11) Broadvox-CLEC agrees that it will allow an end-user of resold services to access an alternative interexchange carrier or operator service provider if the end-user expresses such a desire;

12) Broadvox-CLEC agrees to file necessary financial information as directed by the Commission or ORS for universal service fund reporting, dual party relay service fund reporting, interim LEC fund reporting, annual reporting, gross receipts reporting, and/or any other reporting which may now or in the future be applicable to telecommunications providers such as Broadvox-CLEC. The Parties agree that such reports shall be filed pursuant to ORS' instructions and monies shall be remitted in accordance with the directions of the ORS or the Commission.

13) Broadvox-CLEC agrees to maintain its books and records in a manner that would permit ORS to examine any of Broadvox-CLEC's reports filed with the Commission and/or ORS.

14) Broadvox-CLEC agrees to file with the Commission and ORS a completed authorized utility representative forms within thirty (30) days of the Commission's order.

15) In the event that Broadvox-CLEC offers prepaid calling card services in the future, Broadvox-CLEC agrees that it shall obtain Commission approval and post a surety bond in the amount of \$5,000 as required by the Commission;

16) Broadvox-CLEC agrees to comply with the verification regulations governing change of preferred carriers as established by the Federal Communications Commission ("FCC"). Broadvox-CLEC agrees to comply with the marketing practices and guidelines established by the Commission in Order No. 95-658;

17) Broadvox-CLEC agrees to comply with South Carolina Code Section § 58-9-300 entitled "Abandonment of Service." Additionally, to the extent applicable, Broadvox-CLEC agrees to adhere to the FCC's rule 47 C.F.R. § 64.1190 and 64.1130 regarding preferred carrier freezes and the requirement that the form of the written authorization for the institution of the freeze be a separate or easily separable document. Prior to abandonment of service, Broadvox-CLEC shall remove any preferred carrier freeze so as to enable consumers to seamlessly transfer their telephone numbers to another provider;

18) To the extent necessary, Broadvox-CLEC agrees to engage in good faith negotiations with non-BellSouth incumbent local exchange carriers whose networks interconnect with BellSouth at the same local tandem regarding traffic exchange;

19) It is understood and agreed that Broadvox-CLEC will not initially offer or provide any service that would implicate Title 23, Chapter 47 of the South Carolina Code Annotated regarding "Public Safety Communications Centers," but in the event that Broadvox-CLEC in the future offers or provides a service to which Title 23, Chapter 47 of the South Carolina Code regarding "Public Safety Communications Centers," also known as 911 services, Broadvox-CLEC agrees to comply with Title 23, Chapter 47 of the South Carolina Code Annotated, which

governs the establishment and implementation of a "Public Safety Communications Center," also known as 911 services." At that time, Broadvox-CLEC agrees to contact the appropriate authorities regarding 911 services in the counties and cities where Broadvox-CLEC will be operating prior to initiating local service in South Carolina and shall provide the 911 coordinator in each county and/or city with information regarding Broadvox-CLEC's operations. Attached as Exhibit 1 to this Settlement Agreement is a memorandum from the State 911 Office which provides contact information for the County 911 Coordinators;

20) Broadvox-CLEC agrees to comply with all rules and regulations of the Commission unless the Commission has expressly waived such rule or regulation;

21) Broadvox-CLEC agrees to file a final revised tariff with both the ORS and the Commission and the revised tariff shall reflect and be in accordance with ORS' recommendations as set forth in the summary attached as Exhibit 2 to this Settlement Agreement.

22) ORS is charged by law with the duty to represent the public interest of South Carolina pursuant to S.C. Code § 58-4-10 (B). S.C. Code § 58-4-10(B)(1) through (3) read in part as follows:

... 'public interest' means a balancing of the following:

- (1) concerns of the using and consuming public with respect to public utility services, regardless of the class of customer;
- (2) economic development and job attraction and retention in South Carolina; and
- (3) preservation of the financial integrity of the State's public utilities and continued investment in and maintenance of utility facilities so as to provide reliable and high quality utility services.

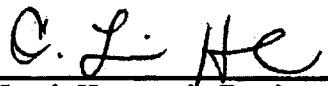
ORS believes the Settlement Agreement reached among the Parties serves the public interest as defined above;

- 23) The Parties represent that the terms of this Settlement Agreement are based upon full and accurate information known as of the date this Settlement Agreement is executed. If, after execution, either Party is made aware of information that conflicts, nullifies, or is otherwise materially different than that information upon which this Settlement Agreement is based, either Party may withdraw from the Settlement Agreement with written notice to the other Party.
- 24) The Parties agree to advocate that the Commission accept and approve this Settlement Agreement in its entirety as a fair, reasonable and full resolution of all issues in the above-captioned proceeding and that the Commission take no action inconsistent with its adoption. The Parties further agree to cooperate in good faith with one another in recommending to the Commission that this Settlement Agreement be accepted and approved by the Commission. The Parties agree to use reasonable efforts to defend and support any Commission order issued approving this Settlement Agreement and the terms and conditions contained herein.
- 25) The Parties agree that signing this Settlement Agreement will not constrain, inhibit, impair or prejudice their arguments or positions held in other collateral proceedings, nor will it constitute a precedent or evidence of acceptable practice in future proceedings. If the Commission declines to approve the Settlement Agreement in its entirety, then any Party desiring to do so may withdraw from the Settlement Agreement in its entirety without penalty or obligation.
- 26) This Settlement Agreement shall be interpreted according to South Carolina law.

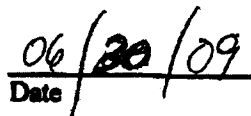
- 27) The above terms and conditions fully represent the agreement of the Parties hereto. Therefore, each Party acknowledges its consent and agreement to this Settlement Agreement by affixing its signature or by authorizing counsel to affix his or her signature to this document where indicated below. Counsel's signature represents his or her representation that his or her client has authorized the execution of the agreement. Facsimile signatures and email signatures shall be as effective as original signatures to bind any party. This document may be signed in counterparts, with the original signature pages combined with the body of the document constituting an original and provable copy of this Settlement Agreement. The Parties agree that in the event any Party should fail to indicate its consent to this Settlement Agreement and the terms contained herein, then this Settlement Agreement shall be null and void and will not be binding on any Party.

WE AGREE:

Representing the Office of Regulatory Staff



C. Lessie Hammonds, Esquire
Office of Regulatory Staff
1441 Main Street, Suite 300
Columbia, SC 29201
Telephone: (803) 737-0803
Fax: (803) 737-0895
Email: hammon@regstaff.sc.gov



Date

WE AGREE:

Representing Broadvox-CLEC, Inc.



Scott Elliott, Esquire
Elliott & Elliot, P.A.
701 Olive Street
Columbia, SC 29205
Telephone: (803) 771-0555
Fax: (803) 771-8010
Email: selliot@elliottlaw.us

Date

JUNE 29, 2009

STATE OF SOUTH CAROLINA
State Budget and Control Board
 OFFICE OF RESEARCH & STATISTICS

EXHIBIT 1

MARK SANFORD, CHAIRMAN
GOVERNOR

GRADY L. PATTERSON, JR.
STATE TREASURER

RICHARD ECKSTROM
COMPTROLLER GENERAL



HUGH K. LEATHERMAN, SR.
CHAIRMAN, SENATE FINANCE COMMITTEE

ROBERT W. HARRELL, JR.
CHAIRMAN, WAYS AND MEANS COMMITTEE

FRANK W. FUSCO
EXECUTIVE DIRECTOR

REMBERT C. DENNIS BUILDING
1000 ASSEMBLY STREET, SUITE 425
COLUMBIA, SOUTH CAROLINA 29201

Bobby Bowers
DIRECTOR

August 2, 2004

To: Telephone Companies New to South Carolina

In an effort to continue providing quality emergency services to the citizens of South Carolina, the State 911 Office requests that before beginning telephone services in a county, you contact the 911 Coordinator in that county. This will allow both parties to obtain important information about providing 911 services in that county. If you have already begun services, then contact the coordinator as soon as possible.

A list of County 911 Coordinators can be found on the South Carolina E911 homepage at www.ors.state.sc.us/digital/E-911/ASR. If you have any questions related to 911 in South Carolina, you may contact E911 Coordinations at the Office of Research and Statistics at 803-734-3883. The person responsible for this can also be found on the 911 homepage. Please be aware that some cities may have their own E911 systems, these are also listed on the 911 homepage. These city coordinators will need to be contacted in addition to the county coordinators.

ECONOMIC RESEARCH
WILLIAM GILLESPIE
(803) 734-3805

GEODETHIC SURVEY
5 GEOLOGY ROAD
COLUMBIA, S.C. 29210
LEWIS LAFINE
(803) 896-7700

DIGITAL CARTOGRAPHY
(803) 734-3803

HEALTH & DEMOGRAPHICS
STATISTICS
1919 BLANDING STREET
COLUMBIA, S.C. 29201
WALTER P. BAILEY, M.P.H.
(803) 896-0941

EXHIBIT 2



Recommendations for Broadvox-CLEC Interexchange Tariff No. 1

Original Sheet 3—The Company should modify the check sheet to reflect the correct number of pages in the tariff (check sheet has 32 pages, tariff actually has 34 pages)

Section 1—Technical Terms and Abbreviations

Original Sheet 7—within the definition of “Holiday”, the Company distinguishes rate periods; however the rates section has only one rate. (See Sheet 33 recommendation in Section 4 below).

Section 2—Rules and Regulations

--There are no recommendations for Section 2.

Section 3—Description of Service

--There are no recommendations for Section 3.

Section 4—Current Rates

Original Sheet 33 4.7—The Company includes Daytime, Evening, and Night/Weekend Rate Period. However, within the rates section there is only 1 rate. The Company should either delete the rate period subsection 4.7 or include Daytime, Evening, and Night/Weekend Rates in subsection 4.1, 4.2, and/or 4.3.

Section 5 Maximum Rates

--There are no recommendations for Section 5.

Additional Recommendations for Interexchange Tariff

- 1) If the Company charges any installation, connection, or maintenance charges, termination charges, etc. (in addition to the services listed in the tariff). These additional charges and the descriptions of the charges should be listed in the tariff with their current and maximum rates.

EXHIBIT 2

- 2) The Company should also provide tariffs and tariff revisions to the South Carolina Public Service Commission as well as the South Carolina Office of Regulatory Staff (SC Reg. 103-629).
- 3) If the Company's Services involve Prepaid Calling Cards, the Company will be required to post a \$5,000 Surety Bond with the Public Service Commission.
- 4) The Company is applying for Modified Alternate Regulation by the PSC. As a general rule, the Company should include maximum rates and current rates for any service that may impact residential Customers. Any service that impacts Business Long Distance, Consumer Cards, and Operator Services (Including Directory Assistance) are exempt from maximum rates. Only current rates would need to be filed for these services.

Recommendations for Broadvox-CLEC Local Tariff No. 2

Section 1-Definitions

—There are no recommendations for Section 1.

Section 2-Regulations

Original Sheet 35 2.5.3.2—The Company should modify the address of the ORS as follows (telephone numbers will remain the unchanged)—

South Carolina Office of Regulatory Staff
Consumer Services Division
1401 Main Street, Suite 900
Columbia, SC 29201

Section 3-Service Descriptions

Original Sheet 52 3.1.2.3.A—The Company should include maximum rates for all services.

Original Sheet 55 3.2.1—The Company should include maximum rates for all Directory Assistance charges.

Section 4-Promotional Offerings

—There are no recommendations for Section 4.

EXHIBIT 2



Section 5-Individual Case Base (ICB) Arrangements

Original Sheet 63 5.1—The Company should add the following language to the end of the paragraph—"All Individual Case Base Arrangements will be made available to the Commission and ORS upon request."

Section 6—Local Service Offering

--There are no recommendations for Section 6.

Section 7-Local Exchange Services

Original Sheet 69 7.2.1.A—The Company should include maximum rates for all services.

Original Sheet 72 7.2.3.B—The Company should include maximum rates for all services in BellSouth and Verizon Service Areas.

Original Sheet 81 7.3.3.B— The Company should include maximum rates for all services in BellSouth and Verizon Service Areas.

Original Sheet 85 7.5.1—The Company should include maximum rates for all services.

Original Sheet 86 7.5.2—The Company should include maximum rates for all services.

Original Sheet 88 7.6—The Company should include maximum rates for all services that do not currently have a maximum rate in this section.

Original Sheet 90 7.6.2— The Company should include maximum rates for all services that do not currently have a maximum rate in this section.

Original Sheet 99 7.6.6—The Company should include maximum rates for all services.

Original Sheet 101 7.6.7—The Company should include maximum rates for all services.

EXHIBIT 2

Original Sheet 103 7.7.4.B—The Company should include a maximum rate for Screening Options (also may consider maximum rate for unrestricted service if the Company may charge for this in the future).

Original Sheet 104 7.7.4 B&D—The Company should include maximum rates for both Screening Options.

Original Sheet 105 7.8.1—The Company should include maximum rates for all services.

Original Sheet 106 7.8.2.A—The Company should include maximum rates for all business and residential services.

Original Sheet 107 7.8.2.A—The Company should include maximum rates for all business and residential services.

Original Sheet 108 7.8.2.A—The Company should include maximum rates for all business and residential services.

Original Sheet 109 7.8.2.A—The Company should include maximum rates for all business and residential services.

Original Sheet 111 7.8.4 A&B—The Company should include maximum rates for both services.

Additional Recommendations for Local Exchange Tariff

- 1) If the Company charges any installation, connection, or maintenance charges, termination charges, etc. (in addition to the services listed in the tariff). These additional charges and the descriptions of the charges should be listed in the tariff with their current and maximum rates.
- 2) The Company should also provide tariffs and tariff revisions to the South Carolina Public Service Commission as well as the South Carolina Office of Regulatory Staff (SC Reg. 103-629).
- 3) The Company is applying for Flexible Regulation. Therefore, The Company will include maximum rates as well as current rates for all services within the Local Exchange Tariff and Access Exchange Tariff that are not exclusively ICB.